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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**MOTION TO EXCEED PAGE LIMIT  
FOR TRANSFORM HOLDCO LLC'S REPLY TO MOAC MALL  
HOLDINGS LLC'S OBJECTIONS TO ASSUMPTION AND ASSIGNMENT**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Transform Holdco LLC (the “Buyer”), for itself and on behalf of its affiliate Transform Leaseco LLC (“Transform Leaseco”), as buyer of substantially all of the Debtors’ assets under a Sale Order (ECF No. 2507),<sup>2</sup> files this motion (the “Motion”) requesting entry of an order permitting Buyer to exceed the reply-brief page limitation set forth in this Court’s Chambers Rules with respect to *Transform Holdco LLC’s Reply to MOAC Mall Holdings LLC’s (I) Objection to Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction; (II) Second Supplemental and Amended: (A) Objections to Debtor’s Notice of Assumption and Assignment of Additional Designatable Leases, and (B) Objection to Debtor’s Stated Cure Amount; and (III) Third Supplemental and Amended Objections to Debtor’s Notice of Assumption and Assignment of Additional Designatable Leases* (the “Reply”), and respectfully states as follows:

### **BACKGROUND**

1. On October 15, 2018 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtors have been operating and managing their businesses as debtors in possession.

2. On November 1, 2018, the Debtors filed a motion (ECF No. 429) (the “Sale Motion”) seeking, among other things, the entry of an order authorizing and approving procedures for the sale of the Debtors’ assets and for the assumption and assignment of executory contracts and/or unexpired non-residential real property leases of the Debtors. On November 19, 2018, the

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<sup>2</sup> Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief, Feb. 8, 2019.

Bankruptcy Court entered an order (ECF No. 816) (the “Bidding Procedures Order”) approving the global bidding and sale procedures for the sale of the Debtors’ assets.

3. On January 14, 2019, the Debtors commenced an auction for the sale of substantially all of their assets. On January 16, 2019, Buyer was declared the successful bidder at the auction, and on January 18, 2019, the Debtors filed a notice to this effect (ECF No. 1730).

4. Following the sale, the Debtors filed a number of notices designating executory contracts and unexpired leases for assumption and assignment (ECF Nos. 1731, 1774 and 3298) (collectively, the “Notices”) to Buyer. MOAC filed two objections to the Notices (ECF Nos. 2199 and 3501).

5. On February 8, 2019 the Court entered the Sale Order.

6. On May 7, 2019, Buyer filed the *Omnibus Reply in Support of Assumption and Assignment of Designated Leases* (ECF No. 3654) (the “Omnibus Reply”) responding to numerous objections to the Notices, including those filed by MOAC.

7. On May 17, 2019, MOAC filed a third supplemental objection to the Notices (ECF No. 3926) (the “Amended Objection”).

8. Buyer has filed the Reply contemporaneously with this Motion.

### **JURISDICTION AND VENUE**

9. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, dated December 1, 2016.

10. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

### **RELIEF REQUESTED**

11. By this Motion, Buyer seeks permission for its Reply to exceed by five pages the twenty-page limitation (the “Page Limit”) set forth in this Court’s Chambers’ Rules for reply briefs.<sup>3</sup>

### **BASIS FOR RELIEF**

12. Buyer’s request to exceed the Page Limit is reasonable under the circumstances because it addresses points raised in three separate objections by MOAC, including arguments in the Amended Objection MOAC filed after Buyer filed its Omnibus Reply. If Buyer had filed separate reply briefs with respect to each of MOAC’s objections, each reply likely would be within the Page Limit.

13. Because of the issues raised in MOAC’s objections, many of which could have a significant impact on Buyer and the ultimate success of the sale of the Debtors’ assets, Buyer believes it is appropriate to provide the Court and other parties in interest with a comprehensive legal analysis in response to MOAC’s objections.

14. For the foregoing reasons, Buyer respectfully submits that exceeding the Page Limit is warranted in this case.

### **NOTICE**

15. Notice of this Motion will be provided in accordance with the procedures set forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405). Buyer submits that no other or further notice is required.

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<sup>3</sup> See Chambers’ Rules -- Form and Content of Briefs (“Except as permitted by the Court . . . [r]eply briefs shall be no more than 20 pages . . .”), available at <http://www.nysb.uscourts.gov/content/judge-robert-d-drain> (last visited July 5, 2019).

WHEREFORE, Buyer respectfully requests that the Court authorize it to exceed the Page Limit in its Reply by five pages and grant such other and further relief as may be just and proper.

Dated: New York, New York  
July 8, 2019

Respectfully submitted,

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